

PX184

PRIVATE & CONFIDENTIAL
Space Investments Limited

THE UNDERSIGNED PURCHASER

- AND -

TON ISSUER INC

- AND -

TELEGRAM GROUP INC.

DEED OF AMENDMENT TO PURCHASE AGREEMENT FOR GRAMS

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THIS DEED OF AMENDMENT is made on the date set forth on the signature page hereto

BETWEEN:

- (1) The purchaser identified as such on the applicable signature page hereto (the “**Purchaser**”);
- (2) TON Issuer Inc, a company incorporated in the British Virgin Islands (registered number 1968010), whose registered office is at Craigmuir Chambers, Road Town, Tortola VG 1110, British Virgin Islands (the “**Issuer**”), a wholly owned subsidiary of the Parent (as defined below); and
- (3) Telegram Group Inc., a company incorporated in the British Virgin Islands (registered number 1811220), whose registered office is at Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, British Virgin Islands (the “**Parent**”).

WHEREAS:

- (A) The Purchaser, the Issuer and the Parent entered into a Purchase Agreement for Grams on 19 March 2018 with a Purchase Amount thereunder of US\$91 million as amended on 22 May 2018 (the “**Purchase Agreement**”).
- (B) The Purchaser, the Issuer and the Parent wish to amend the Purchase Agreement as set out in further detail herein.

1. INTERPRETATION

- 1.1 Defined terms used in this Deed of Amendment shall have the meaning given to such terms in the Purchase Agreement, unless otherwise provided for herein.

2. AMENDMENT

- 2.1 In accordance with clause 15.1 of the Purchase Agreement, the Purchaser, the Issuer and the Parent hereby agree that the existing definition of “Purchase Amount” set out at clause 1.1 shall be deleted and replaced with the following definition:

“**Purchase Amount**” means US\$23,500,025.”

- 2.2 The Purchaser, the Issuer and the Parent agree that clauses 18, 20 and 21 of the Purchase Agreement shall apply mutatis mutandis to this Deed of Amendment.
- 2.3 The Purchaser, the Issuer and the Parent agree that all other terms of the Purchase Agreement shall remain unchanged.

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IN WITNESS WHEREOF, each of the undersigned has caused this Purchase Agreement to be duly executed this 2 day of July, 2018.

SIGNED by Pavel Durov

for and on behalf of TON ISSUER INC, as the Issuer



Authorised signatory

Address: Craigmuir Chambers
Road Town
Tortola VG1110
British Virgin Islands

Telephone: +44 118 328 7060

Email: IR@telegram.org

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SIGNED by Pavel Durov
for and on behalf of TELEGRAM GROUP INC.



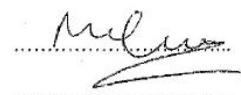
Authorised signatory

Address: Geneva Place
Waterfront Drive
P.O. Box 3469
Road Town
Tortola
British Virgin Islands

Telephone: +44 118 328 7060

Email: IR@telegram.org

Executed as a deed by Space Investments Ltd the Purchaser a
Company Limited by shares (insert legal entity type) incorporated under the laws
of Cayman Islands (insert jurisdiction), acting by
Maria Elicia (insert name of authorised signatory) and
(insert name of authorised signatory),



being persons who, in accordance with the laws of
Cayman Islands (insert jurisdiction), are acting under the
authority of the company Space Investments Ltd

Address: PO Box 309, Ugland House

Grand Cayman, KY1-1104, Cayman Islands

Telephone:

Email:

 REDACTED - PERSONAL INFORMATION